UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF WISCONSIN

In re:	Case No. 15						
CARDIAC SCIENCE CORPORATION,	Chapter 11						
Debtor.	Hon. Robert D. Martin						

MOTION FOR EXPEDITED HEARING AND LIMITED NOTICE ON FIRST DAY MOTIONS

Cardiac Science Corporation, debtor and debtor-in-possession (the "<u>Debtor</u>"), by and through its proposed undersigned counsel, hereby moves for entry of an Order pursuant to §§ 102(1) and 363(c)(2)(B) of Title 11 of the United States Bankruptcy Code (the "<u>Bankruptcy Code</u>") and Rules 9006(c)(1) and 9007 of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>") authorizing an expedited hearing and limited notice of this motion and the following first day motions and applications (collectively the "<u>First Day Motions"</u>):

- 1. Motion for Expedited Hearing on First Day Motions and Limited Notice of First Day Motions.
- 2. Motion for an Order Establishing Case Management and Scheduling Procedures.
- 3. Motion for an Order Authorizing Debtor to Employ and Retain Garden City Group, LLC as Notice, Claims and Balloting Agent Pursuant to 28 U.S.C. § 156(c) and Fed. R. Bankr. P. 2002.
- Motion For an Order Authorizing (A) Maintenance of Existing Bank Accounts, (B) Continued Use of Existing Checks and Business Forms, and (C) Continued Use of Existing Cash Management System.
- 5. Motion for Interim and Final Orders Pursuant to Sections 366 and 105 of the Bankruptcy Code (I) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Services to the Debtor; (II) Deeming Utility Providers Adequately Assured of Future Performance; and (III) Establishing Procedures to Determine Requests for Additional Adequate Assurance of Payment.

- 6. Motion for an Order (A) Authorizing, but Not Directing Debtor to Pay (1) Pre-petition Employee Compensation, (2) Pay Outstanding Paychecks, (3) Reimburse Pre-petition Employee Business Expenses, (4) Make Payments for Which Payroll Deductions Were Made, (5) Make Payments of Amounts Withheld for Taxes, and (6) Pay All Taxes And Costs Incident to the Foregoing Payments and Contributions.
- 7. Motion for an Order Pursuant to Bankruptcy Code Sections 105, 361, 362, 363 and 364 Authorizing but not Directing the Debtor to Enter Into an Insurance Premium Financing Agreement.
- 8. Motion for an Order Authorizing Debtor to Pay Pre-petition Claims Incurred but not Paid Under Its Self-Funded Employee Health Programs.
- 9. Motion for Interim and Final Orders Authorizing (A) Secured Post-petition Financing on a Super Priority Basis Pursuant to 11 U.S.C. §§ 363, 364, and 507(b), (B) Use of Cash Collateral Pursuant to U.S.C. § 363, (C) the Grant of Adequate Protection Pursuant to §§ 363 and 364 and (D) Modification of the Automatic Stay.
- 10. Motion for an Order Authorizing the Debtor to Pay Use, Franchise and Other Similar Taxes.
- 11. Motion for an Order Granting the Debtor Additional Time to File Schedules and Statements.
- 12. Motion for an Order Authorizing Debtor to Honor Certain Pre-petition Obligations to Customers and to Otherwise Continue in the Ordinary Course of Business Customer Practices.
- 13. Motion for an Order Authorizing, but not Directing, the Debtor to Pay Certain Transportation and Shipping Charges.
- 14. Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, 365, 503, and 507 and Bankruptcy Rules 2002, 3007, 6004, 6006, 9007, and 9014, for Entry of: (a) Order (i) Approving Bidding Procedures in Connection With Sale of Assets of the Debtor, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief and (B) Order (I) Approving Purchase Agreement, (II) Authorizing Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (III) Granting Related Relief.

In support of this Motion, the Debtor respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the General Order of Reference from the United States District Court for the Western District of Wisconsin dated June 12, 1984. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Bases for Relief

2. The bases for the relief sought in this Motion are Bankruptcy Code §§ 102(1) and 363(c)(2)(B), and Bankruptcy Rules 9006(c)(1), 9007 and 4001(c)(2).

Background

- 3. On October 20, 2015 (the "<u>Petition Date</u>"), the Debtor commenced its reorganization case by filing a voluntary petition for relief under the Bankruptcy Code.
- 4. The Debtor is continuing in possession of its property and is operating and managing its business, as a debtor-in-possession, pursuant to Bankruptcy Code §§ 1107 and 1108. No request has been made for the appointment of a trustee or an examiner, and no official committee has been established.
- 5. For a detailed history and description of the Debtor and its operations, the Debtor respectfully refers the Court and the parties-in-interest to the *Affidavit of Michael Kang in Support of First Day Pleadings* (the "Kang Affidavit") filed herewith, and incorporated herein by reference.

Relief Requested

6. Due to the complexity of this Chapter 11 filing, the Debtor seeks to provide case management and scheduling procedures from the outset to maintain a process that is as clear and orderly as possible. An immediate hearing on case management procedures will ensure a fair,

clear, efficient and organized process for all parties-in-interest and will establish a uniform process for motions, notices and hearings in this case. Simply put, the Debtor seeks to facilitate the smooth administration of this case. These procedures are common in cases of this magnitude, as is first day relief.

- 7. The Debtor's proposed engagement of Garden City Group, LLC ("GCG") on shortened notice is also appropriate. The Debtor has identified potentially thousands of entities or persons to whom notice must be given for various purposes. The required and varied notice procedures, together with the extensive claims processing that will be needed in this case will impose heavy administrative burdens upon the Court and the Clerk's Office. Notice of the Chapter 11 case and First Day Motions alone necessitated service to over 1,700 parties. The need for a claims and noticing agent is immediate, and an expedited hearing concerning the employment and retention of GCG will serve to avoid confusion about the Clerk's role in this case. Ultimately, shortened notice and first day relief will lead to the most effective and efficient administration of this case.
- 8. The same can be said for the continued use of the Debtor's cash management system. The Debtor needs a mechanism to pay its obligations on the first day of these proceedings to maintain good customer relations, make payments to utilities, employees, vendors and others. The Debtor must be able to consolidate management of its cash, and to centrally coordinate the transfer of funds to efficiently and effectively operate its large and complex business operations from day one of this case.
- 9. An immediate hearing to establish a process for adequate assurance of performance for utilities is also appropriate and necessary. The Bankruptcy Code requires the Debtor to reach agreements with each of its utilities in a very compressed timeframe. By holding

this hearing and granting relief on the first day, the parties providing the Debtor with essential utility services will be immediately channeled into an expeditious and orderly process for the resolution of potential disputes. This will minimize the risk of disruption of the Debtor's business operations during the critical first days of the case.

10. Finally, the Debtor needs immediate relief on its request to make employee related disbursements. As of the Petition Date, the Debtor employs approximately 200 employees and 93 educators (the "Employees"). These employees have been consistently paid on a bi-weekly basis, but as of the Petition Date, some of them are owed wages for services rendered before the Petition Date that come due in the ordinary course of the Debtor's business after the Petition Date. The Debtor must be allowed to pay its employees if it expects them to remain on the job, and the Debtor cannot afford to miss or delay payroll. An immediate hearing regarding the Debtor's authority to pay its Employees is necessary to enable the Debtor to avoid the disruption and potential loss of employee loyalty that would result from either a failure to pay or any uncertainty concerning the payment of pre-petition compensation.

Notice

11. Notice of this Motion will be provided via electronic mail, or facsimile, to the parties or their counsel identified on the attached Service List. Given the nature of the relief requested herein, Debtor submits that no other notice is necessary and asks the Court, pursuant to Fed. R. Bankr. P. 9007, to approve the same.

WHEREFORE, the Debtor respectfully requests that the Court enter an order (i) granting the relief requested herein and (ii) granting such other and further relief as the Court may deem proper.

Dated this 20th day of October, 2015

CARDIAC SCIENCE CORPORATION
Debtor and Debtor-In-Possession

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SERVICE LIST

GCGn Garden City Group, LLC*

MASTER SERVICE LIST

In re Cardiac Science Corporation As of 10/20/2015 12:45:47 PM **

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** Subject to continuous update and review